

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

CAMBRIDGE PLACE INVESTMENT
MANAGEMENT, INC.,

Plaintiff,

v.

MORGAN STANLEY & CO., INC.;
CITIGROUP GLOBAL MARKETS INC.;
CREDIT SUISSE SECURITIES (USA) LLC;
RBS SECURITIES, INC.; DEUTSCHE
BANK SECURITIES, INC.; MERRILL
LYNCH, PIERCE, FENNER & SMITH, INC.;
UBS SECURITIES LLC; GOLDMAN,
SACHS & CO.; J.P. MORGAN SECURITIES
INC.; COUNTRYWIDE SECURITIES
CORPORATION; FBR CAPITAL
MARKETS & CO.; HSBC SECURITIES
(USA), INC.; BANC OF AMERICA
SECURITIES LLC; RESIDENTIAL
FUNDING SECURITIES, LLC; BARCLAYS
CAPITAL INC.; ACCREDITED
MORTGAGE LOAN REIT TRUST; ACE
SECURITIES CORPORATION; AEGIS
ASSET BACKED SECURITIES
CORPORATION; ALLIANCE SECURITIES
CORPORATION; AMERICAN HOME
MORTGAGE ASSETS LLC.; AMERIQUEST
MORTGAGE SECURITIES INC.; ARGENT
SECURITIES INC.; ASSET BACKED
FUNDING CORPORATION; ASSET
BACKED SECURITIES CORPORATION;
BANC OF AMERICA MORTGAGE
SECURITIES, INC.; BCAP LLC; BEAR
STEARNS ASSET BACKED SECURITIES I
LLC; CITIGROUP MORTGAGE LOAN
TRUST INC.; CREDIT SUISSE FIRST
BOSTON MORTGAGE SECURITIES
CORP.; CWABS, INC.; CWALT, INC.; FBR
SECURITIZATION, INC.; FIELDSTONE
MORTGAGE INVESTMENT
CORPORATION; FINANCIAL ASSET
SECURITIES CORP.; FREMONT
MORTGAGE SECURITIES

Civil Action No. 1:10-CV-11376-NMG

**DECLARATION OF MATTHEW L.
CRANER IN SUPPORT OF
DEFENDANTS' EXPEDITED MOTION
FOR AN ORDER TO SHOW CAUSE
WHY PLAINTIFF SHOULD NOT BE
HELD IN VIOLATION OF THIS
COURT'S MAY 2, 2011 ORDER**

[CAPTION CONTINUED
ON NEXT PAGE]

CORPORATION; GS MORTGAGE SECURITIES CORP.; HSI ASSET SECURITIZATION CORPORATION; J.P. MORGAN ACCEPTANCE CORPORATION I; LONG BEACH SECURITIES CORP.; MERRILL LYNCH MORTGAGE INVESTORS, INC.; MORGAN STANLEY ABS CAPITAL I INC.; MORGAN STANLEY CAPITAL I INC.; MORTGAGE ASSET SECURITIZATION TRANSACTIONS, INC.; NATIONSTAR FUNDING LLC; NEW CENTURY MORTGAGE SECURITIES LLC; NEW CENTURY MORTGAGE SECURITIES, INC.; NOVASTAR MORTGAGE FUNDING CORPORATION; PARK PLACE SECURITIES, INC.; PEOPLE'S CHOICE HOME LOAN SECURITIES CORP.; POPULAR ABS, INC.; RESIDENTIAL ACCREDIT LOANS, INC.; RESIDENTIAL ASSET MORTGAGE PRODUCTS, INC.; RESIDENTIAL ASSET SECURITIES CORPORATION; SACO I INC.; SAXON ASSET SECURITIES COMPANY; SECURITIZED ASSET BACKED RECEIVABLES LLC; STANWICH ASSET ACCEPTANCE COMPANY, L.L.C.; STRUCTURED ASSET MORTGAGE INVESTMENTS II INC.; and WASHINGTON MUTUAL MORTGAGE SECURITIES CORP.

Defendants.

I, MATTHEW L. CRANER, being duly sworn, upon my oath depose and say as follows:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP (“Orrick”), attorneys for Defendants Barclays Capital Inc., BCAP LLC, and Securitized Asset Backed Receivables LLC (collectively, “Barclays”). I am a member in good standing of the bar of the State of New York. I respectfully submit this Declaration in Support of Defendants’ Expedited Motion For An Order To Show Cause Why Plaintiff Should Not Be Held In Violation Of This Court’s May 2, 2011 Order.
2. Annexed hereto as Exhibit A is a true and correct copy of a letter dated June 1, 2011 that I received from Jai Chandrasekhar, Esq., counsel to Plaintiff Cambridge Place Investment Management, Inc. (“CPIM”).
3. Annexed hereto as Exhibit B is a true and correct copy of CPIM’s Responses and Objections to Defendants’ Request for Production of Documents in Connection with Jurisdictional Discovery, which was served on Defendants on May 27, 2011.
4. Annexed hereto as Exhibit C is a true and correct copy of a letter from counsel for Barclays (on behalf of all Defendants) to CPIM’s counsel, dated June 8, 2011, regarding the parties’ meet and confer conference that took place on May 31, 2011, and the parties’ current positions regarding jurisdictional discovery.
5. Annexed hereto as Exhibit D is a true and correct copy of Defendants’ Request for Production of Documents in Connection with Jurisdictional Discovery, which was served on CPIM on May 13, 2011.
8. Annexed hereto as Exhibit E is a true and correct copy of Defendants’ Notice of Deposition Pursuant to Fed. R. Civ. P. 30(b)(6) in Connection with Jurisdictional Discovery, which was served on CPIM on May 13, 2011.

9. Annexed hereto as Exhibit F is a true and correct copy of CPIM's Responses and Objections to Defendants' Notice of Deposition Pursuant to Fed. R. Civ. P. 30(b)(6) in Connection with Jurisdictional Discovery, which was served on Defendants on May 27, 2011.

10. Annexed hereto as Exhibit G is a true and correct copy of a document prepared by counsel for CPIM titled "Plaintiff's Confidential Log of Presentations Redacted for Privilege," which was served on June 3, 2011.

11. Annexed hereto as Exhibit H is a true and correct copy of a letter dated June 6, 2011 that I received from Lauren A. McMillen, Esq., counsel for CPIM.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 8th day of June, 2011.

New York, New York

/s/ Matthew L. Craner
Matthew L. Craner (*admitted pro hac vice*)
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*Attorney for Defendants Barclays Capital Inc.,
BCAP LLC and Securitized Asset Backed
Receivables LLC*

Certificate of Service

I, Gary R. Greenberg, hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on June 8, 2011 by U.S. mail, postage prepaid.

/s/ Gary R. Greenberg
Gary R. Greenberg